

BYLAWS OF THE CENTRAL WASHINGTON CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS

**Amended October 2002**

TABLE OF CONTENTS

	<u>PAGE</u>
ARTICLE I ORGANIZATION	1
Section 1 Governing Authority	1
Section 2 Powers	1
Section 3 Endorsements	1
Section 4 Student Chapters	1
Section 5 Definitions	2
ARTICLE II MEMBERSHIP	2
Section 1 Chapter Members	2
Section 2 Members	2
Section 3 Associate Members	2
Section 4 Unassigned Members	2
Section 5 Professional Affiliate Members	3
Section 6 Student Affiliate Members	3
Section 7 Members Emeritus	3
Section 8 Non-Resident Status	4
Section 9 Membership Right to Examination ofRecords	4
Section 10 Bylaws to New Members	4
Section 11 Resignations	4
Section 12 Termination of Membership	4
ARTICLE III HONORARY MEMBERSHIP	5
Section 1 Qualifications and Election	5
Section 2 Rights and Privileges	5
Section 3 Termination of Honorary Membership	6
ARTICLE IV OFFICERS	6
Section 1 Titles	6
Section 2 Eligibility	6
Section 3 Terms of Office	6
Section 4 President	6
Section 5 President Elect/Vice President	7
Section 6 Secretary-Treasurer	7
<b>Section 7 Treasurer</b>	<b>7</b>
ARTICLE V CHAPTER MEETINGS	8
Section 1 Regular Meetings	8
Section 2 Annual Meeting	8
Section 3 Special Meetings	<b>8</b>
Section 4 Notice of Meetings	9
Section 5 Quorum	9
Section 6 Voting Members	9

TABLE OF CONTENTS (Continued)

ARTICLE VI	DELEGATES TO INSTITUTE MEETINGS	<b>10</b>
	Section 1 Election by Members	<b>10</b>
	Section 2 Appointment of Delegates	10
ARTICLE VII	NOMINATION AND ELECTION OF OFFICERS	10
	Section 1 Nominating Committee	10
	Section 2 Nominations	10
	Section 3 Elections	10
ARTICLE VIII	EXECUTIVE COMMITTEE	11
	Section 1 Composition	11
	Section 2 Regular Meetings	11
	Section 3 Special Meetings	11
	Section 4 Notice of Meetings	11
	Section 5 Quorum	<b>12</b>
	Section 6 Vacancies	12
	Section 7 Reports	12
	Section 8 Custodianship	12
	Section 9 Committees and Commissions	12
	Section 10 Indemnification of Officers and Directors	<b>13</b>
ARTICLE IX	FISCAL AFFAIRS	13
	Section 1 Fiscal Year	13
	Section 2 Annual Dues	13
	Section 3 Assessments	13
	Section 4 Payment of Dues and Assessments	14
	Section 5 Non-payment of Dues and Assessments	14
	Section 6 Remission of Annual Dues, Assessments	14
	Section 7 Remission of Annual Dues, Assessments	<b>15</b>
	Section 8 Annual Budget and Expenditures	<b>15</b>
	Section 9 Fiscal Policy	15
ARTICLE X	ARCHITECTURAL PRACTICE	<b>16</b>
	Section 1 Code of Ethics & Professional Conduct	<b>16</b>
	Section 2 Unprofessional Conduct of Institute Members	<b>16</b>
	Section 3 Unprofessional Conduct of Other Than Institute Members	16
	Section 4 Delegation of Authority	<b>18</b>
ARTICLE XI	AWARDS OF HONOR	<b>18</b>
ARTICLE XII	AFFILIATIONS	<b>18</b>
	Section 1 Organizations	<b>18</b>
	Section 2 Conditions of Affiliation	<b>18</b>
	Section 3 Privileges of Affiliates	<b>19</b>
ARTICLE XIII	PARLIAMENTARY AUTHORITY	19

TABLE OF CONTENTS (Continued)

ARTICLE XIV	AMENDMENTS TO BYLAWS	19
	Section 1 Chapter Action	19
	Section 2 Compliance with Institute Bylaws	<b>20</b>
	Section 3 Approval by the Institute	20
	Section 4 Compliance With Laws of the State of Washington	20

**BYLAWS OF THE CENTRAL WASHINGTON CHAPTER**

**OF THE**

**AMERICAN INSTITUTE OF ARCHITECTS**

**Amended October 2002**

**ARTICLE I. ORGANIZATION**

**Section 1. Governing Authority**

The Central Washington Chapter of the American Institute of Architects is a non-profit membership corporation duly incorporated on the 18th day of December 1964, under and by virtue of the revised code of Washington, Chapter 24:16, Laws of the State of Washington, composed of a membership as defined in Article II of these bylaws, is governed and operated in accordance with the Laws of the State of Washington, the bylaws of the American Institute of Architects, these bylaws, and the instructions of the Chapter Executive Committee.

**Section 2. Powers**

The Chapter shall have all of the powers and authority which may be conferred upon non-profit corporations under provisions of the Laws of the State of Washington, and may engage in any legal activity which is incidental to its objectives.

**Section 3. Endorsements**

Neither the Chapter, nor anyone representing the Chapter, shall directly or indirectly make endorsements or recommendations of any enterprise operated for profit, or a political party or candidate, or of a commercial material, object, device or process.

**Section 4. Student Chapters**

The Chapter may establish and sponsor student chapters in schools of architecture located within the

territory of the Chapter under conditions established by the Institute.

#### Section 5. Definitions

In these Bylaws the Central Washington Chapter is referred to as the "Chapter", the state organization as the "Council", The American Institute of Architects as "The Institute", and the Board of Directors of The

### ARTICLE II. MEMBERSHIP

#### Section 1. Chapter Members

The Chapter shall consist of Institute "Members" and "Associate Members" who have been assigned to the Chapter by the Institute, and of Unassigned Members, Professional Affiliates, Student Affiliates, Honorary Members, and Members Emeritus whom the Chapter may admit. Applicant's legal residence or place of business shall be within the Chapter territory, except for Unassigned Institute Members, and those specifically admitted under exceptions in the Bylaws of the Institute.

#### Section 2. Members

- a. Qualifications and admission requirements are those stated in Institute Bylaws.
- b. Membership rights and privileges are those stated in Institute Bylaws.
- c. Termination, transfer and readmission provisions are those stated in Institute Bylaws.

#### Section 3. Associate Members

- a. Qualifications and admission requirements are those stated in Institute Bylaws.
- b. Membership rights and privileges are those stated in Institute Bylaws.
- c. Termination, transfer and readmission provisions are those stated in Institute Bylaws.

#### Section 4. Unassigned Members

- a. Institute members who are assigned to other AIA chapters may be admitted to Unassigned Membership in this Chapter as provided in Institute Bylaws.

- b. Unassigned Members may not hold office in this Chapter, may not serve as Chapter delegate, may not vote in this Chapter on matters relating to Institute business or which affect Institute affairs.

#### Section 5. Professional Affiliate Members

- a. A person who is not an architect, but who is a professional in a practice related to architecture, who is licensed to practice when license is required by law, who has an established, worthy professional reputation and an honorable standing in the community, is qualified for admission as a Professional Affiliate when sponsored by two Institute Members.
- b. A Professional Affiliate Member may serve on chapter committees, but they may not make motions, vote, serve as chairpersons, hold chapter office, print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of the Chapter of the Institute of the AIA.

#### Section 6. Student Affiliate Members

- a. A student pursuing a degree in architecture in a recognized school of architecture is qualified for admission as a Student Affiliate Member when sponsored by two Institute Members.
- b. A Student Affiliated may use the phrase "Student Affiliate of the Central Washington Chapter AIA" as a suffix to his name, may serve on a chapter committee that is concerned exclusively with student affairs, may speak at chapter meetings, but may not make motions, vote, serve as chairperson, print symbol, or insignia of the Institute of the AIA.

#### Section 7. Members Emeritus

A chapter member who becomes a Member Emeritus of the Institute shall automatically become a member emeritus of the chapter. His rights, duties and privileges shall be those stated in the Institute Bylaws.

#### Section 8. Non-Resident Status

- a. An Assigned Member, Associate Member or Chapter Affiliate may apply for non-resident status if they intend to be absent from the United States for at least 18 consecutive months.
- b. Non-resident members shall have the same rights and privileges as other members in the same category, except the Chapter Board may lower dues and/or assessments for such member.

#### Section 9. Membership Right to Examination of Records

Voting members have the right to examine chapter correspondence, chapter minutes, and the Secretary's records (except for confidential matters relating to charges of unprofessional conduct, or bestowal of honorary membership) and the Treasurer's accounts.

#### Section 10. Bylaws to New Members

All new members shall receive a copy of the current Bylaws upon acceptance into the Chapter.

#### Section 11. Resignations

- a. An Assigned Institute Member may resign as provided in the Institute Bylaws.
- b. Any member, other than an Assigned Member, may resign from the Chapter, provided he is not under charges of unprofessional conduct, by written resignation to the Secretary. Should the Secretary find the member qualified to resign, the resignation shall be effective as of the date it is received.

#### Section 12. Termination of Membership

- a. Membership shall be terminated for non-payment of dues or assessments, and may be terminated for unprofessional conduct in the case of institute members and associate members. Institute procedures shall apply for Institute members.
- b. A membership which is terminated in the Institute or in the Council shall also be terminated in the Chapter.

- c. Should a member change his professional status so that he no longer qualifies for membership, his membership shall be terminated within one year.

### ARTICLE III. HONORARY MEMBERSHIP

#### Section 1. Qualifications and Election

- a. A person of esteemed character who has rendered to the profession of architecture a signal and valuable service within the territory of the Chapter, and has conspicuously upheld the aims of the professions, but who is not eligible for membership in the Institute or the Chapter, may be elected to Honorary Membership.
- b. A candidate for Honorary Membership shall be nominated by five members of the Chapter, not more than three of whom may be from one firm, and shall be sponsored by a member of the Executive Committee.
- c. The Executive Committee shall vote on the nomination by written ballot. The concurring vote of three-fourths of the voting members of the entire Executive Committee is required for election, and the vote shall remain confidential until the honor has been accepted by the nominee. Only one honorary member may be elected in each calendar year.
- d. Presentation of Honorary Membership shall be made in an appropriate ceremony at a designated Chapter meeting.

#### Section 2. Rights and Privileges

An Honorary Member may use the phrase "Honorary Member of the Central Washington Chapter AIA" as a suffix to his name, may attend Chapter meetings and serve as an advisor to Chapter committees, and may take part in discussions on matters which are not related to Institute affairs. He may not vote nor hold office, nor use the name, title, initials, seal, symbol or insignia of the Institute of the AIA.

### Section 3. Termination of Honorary Membership

The Executive Committee may terminate an Honorary Membership for reasons it deems sufficient, provided it has offered the member an opportunity to be heard.

## ARTICLE IV. OFFICERS

### Section 1. Titles

The officers of the Chapter shall be the President, Vice President, Secretary, Treasurer, (or Secretary-Treasurer), Three Chapter Board Directors, and the Immediate Past President.

### Section 2. Eligibility

- a. Chapter officers shall be assigned Institute Members of the Chapter, except that the Secretary may be an "Associate Member" of the Chapter.
- b. Chapter Board Directors shall be assigned Institute "Members" or "Associate Members." Chapter board mix shall not exceed two Associate Members or one-third the total seats of the Board, whichever is greater.
- c. No officer, except the Secretary-Treasurer or Treasurer, is eligible to serve for more than two consecutive terms in the same office.

### Section 3. Terms of Office

- a. The President, Vice President, Secretary-Treasurer shall hold office for one year and until their successors are chosen. Directors shall hold office for three years, and until their successors are chosen.
- b. Terms of office shall begin on January 1 following election. The term of each of the three Chapter Directors shall begin in a different year.

### Section 4. President

- a. The President shall be the administrative head of the Chapter. He or she shall exercise general supervision of its affairs, except those which are placed under the administration of the Secretary-

Treasurer. He or she shall preside at all meetings of the Chapter and of the Executive Committee, and shall be a member ex officio of all committees and commissions except the nominating committee. He or she shall sign all formal instruments to which the Chapter is a party, and perform such other duties usual and incidental to the office, and as may be prescribed by the Executive Committee.

- b. The President shall act as spokesperson and representative of the Chapter at meetings of other organizations. A pronouncement by the President shall obligate the Chapter only insofar as it is specifically approved by the Executive Committee.

#### Section 5. President Elect/Vice President

- a. The President Elect/Vice President shall perform such duties usual and incidental to the office, and as may be prescribed by the Executive Committee. In the absence or disability of the President, he or she shall perform the duties of the President.
- b. The President Elect/Vice President shall perform such duties usual and incidental to the office of President upon expiration of the President's term of office.

#### Section 6. Secretary

- a. The Secretary shall be an administrative officer of the Chapter.
- b. The Secretary shall act as the Chapter recording and corresponding secretary. He or she shall issue required notices, have custody of the corporate seal and sign for the Chapter all formal instruments under the seal, and shall perform such duties usual and incidental to the office, and as may be prescribed by the Executive Committee.

#### Section 7. Treasurer

- a. The Treasurer shall have charge of the Chapter financial affairs and keep the records and books of account thereof. He or she shall keep membership rolls, prepare budgets, collect amounts due, and receipt for and have custody of Chapter funds and monies, and make disbursements thereof. He or she shall have custody of

its securities and of its instruments involving finances. He or she shall conduct correspondence relating to the financial affairs, and shall perform such duties usual and incidental to the office, and as may be prescribed by the Executive Committee.

- b. When so directed by the Executive Committee, the Treasurer shall render an account of his transactions and the financial condition of the Chapter prepared by a disinterested, independent certified accountant designated by the Executive Committee.
- c. The Treasurer shall not be personally liable for any loss of money or funds, nor for any decrease in capital, surplus, income or reserve of any fund or accounting resulting from any of his or her acts performed in good faith in conduction the usual business of this office.
- d. The Treasurer shall be responsible for completion and submission of the Non-Profit Corporation Annual Report to the Secretary of State of the State of Washington and pay the fee for the same from Chapter funds.
- e. The offices of Secretary and Treasurer may, at the discretion of the Executive Board, be combined into one office.

## ARTICLE V. CHAPTER MEETINGS

### Section 1. Regular Meetings

Regular meetings of the Chapter shall be held a minimum of six times a year on a bimonthly basis beginning with February and ending with December. Any other meetings required during the year will be designated by the Executive Committee and shall be announced to the membership at least thirty days in advance.

### Section 2. Annual Meeting

- a. The regular meeting in December shall be the annual meeting. A late November meeting may be considered as the December meeting.

- b. Election of officers to succeed those whose terms of office are about to expire shall be held at the annual meeting.

### Section 3. Special Meetings

- a. A special meeting shall be held when a call for such a meeting is voted by a meeting of the Chapter, or by two-thirds of the entire membership of the Executive Committee, or by written petition to the Executive Committee signed by 10% of the voting members of the chapter.
- b. Business considered at a special meeting shall be limited to that prescribed in the notice for the meeting.

### Section 4. Notices of Meetings

A notice of each meeting of the Chapter shall be mailed every member at the member's address of record, not less than seven days prior to the date fixed for the meeting, stating the time and place of the meeting.

A notice for a special meeting shall list the business to be considered.

### Section 5. Quorum

The quorum for transaction of business at any meeting shall be 10% of the voting Members. When a quorum is not convened, the next called meeting shall be a valid meeting notwithstanding a lack of quorum, and the notice shall so inform the members; however a quorum is required for consideration of amendments to Bylaws.

### Section 6. Voting Members

- a. Voting members for matters relating to dues for Members at the Institute, Regional, State and Chapter levels shall be limited to assigned Institute "Members".
- b. Voting members for all other matters shall be assigned Institute "Members" and "Associate Members".

## ARTICLE VI. DELEGATES TO INSTITUTE MEETINGS

### Section 1. Election by Members

At the Chapter meeting immediately prior to a meeting of the Institute, the voting members may elect assigned members or associate members (associate members may not constitute more than one-third of any component delegation to such convention; they shall not be counted in determining a Chapter's delegate strength for conventions) as Member Delegates to the meeting.

### Section 2. Appointment of Delegates

In the absence of Chapter action the president may appoint assigned members and associate members (see note above under Election by Members) as Member Delegates to a meeting of the Institute.

## ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS

### Section 1. Nominating Committee

- a. The nominating committee shall consist of three assigned members of the Chapter. Not more than one member of the Executive Committee shall serve on the Nominating Committee.
- b. The Executive Committee shall elect the nominating committee at least two months prior to the date fixed for the annual meeting of the chapter.

### Section 2. Nominations

The nominating committee shall make one or more nominations each for the office of Vice President, Secretary, Treasurer, or Secretary-Treasurer, and for each of the Directors whose term of office is about to expire. The notice for the annual meeting shall include the report of the Nominating Committee.

### Section 3. Elections

- a. The nominating committee shall present its report to the annual meeting, after which the presiding officer shall entertain nominations from the floor.

- b. The name of each nominee for each office shall be placed on a ballot for consideration of each voting member.
- c. The Chair shall appoint a tellers committee consisting of three voting members, who shall tally and tabulate the votes, and report the results to the assembly.
- d. Election shall be determined by a plurality of the votes cast for each office.
- e. Should two or more candidates receive the same number of votes for first place, an additional ballot shall be taken, listing only the names of those candidates.
- f. Should there be only one nomination for each office, a motion to close nominations and declare the candidates shall require a two-thirds vote for approval.
- g. The Chair shall announce the results of all balloting, and declare all elections.

## ARTICLE VIII. EXECUTIVE COMMITTEE

### Section 1. Composition

The Executive Committee shall consist of the officers and board directors of the Chapter, and the Presidents of sponsored student chapters. Presidents of student chapters shall vote on matters which affect student chapter affairs only.

### Section 2. Regular Meetings

The Executive Committee shall meet before each bimonthly general membership meeting, but not on the day of the general membership meeting.

### Section 3. Special Meetings

A special meeting shall be held on call of the president, or by vote of the Executive Committee, or on written request of a one third of its voting members.

### Section 4. Notices of Meetings

A notice of each meeting shall be served on each member, mailed to the address of record, not less than three days prior to the date fixed for the meeting.

#### Section 5. Quorum

A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.

#### Section 6. Vacancies

Should a vacancy occur in the membership of the Executive Committee, except for the offices of the president and vice president the Executive Committee may fill the vacancy for the unexpired term of office. A vacancy in the office of the president shall be filled by the vice president, and the office of vice president shall be filled only on election by the Chapter membership.

#### Section 7. Reports

At the end of the fiscal year the Executive Committee shall render a full written report to Chapter members, stating the condition, interests, activities and accomplishments of the Chapter for the year, with appropriate recommendations. A copy of the report shall be sent to the Secretary of the Institute and the Secretary of the Council, upon request by those bodies. Additional reports shall be made on request of the Institute Board.

#### Section 8. Custodianship

The Executive Committee shall be custodian of the properties and interests of the Chapter, except those which are places in the custody of the secretary-treasurer in these bylaws. Within the appropriations made therefore, it shall do all things required and permitted in these bylaws to forward the objects of the Chapter.

#### Section 9. Committees and Commissions

The Executive Committee may establish committees and commissions, and name the members to serve thereon.

Section 10. Indemnification of Officers and Directors

The Chapter shall, to the full extent permitted by Washington law, indemnify every Director or officer or his/her heirs, executors, and administrators against liability and against expenses reasonable incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of being of having been a Director or officer of this Chapter, except in relation to matters as to which he/she shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct.

ARTICLE IX. FISCAL AFFAIRS

Section 1. Fiscal Year

The fiscal year of the Chapter shall be from January 1 through December 31.

Section 2. Annual Dues

- a. Members: \$51.50 per year plus Council and Regional dues in the amounts charged to the Chapter.
- b. Associate members: \$35.50 per year plus Council and Regional dues in the amounts charged to the Chapter.
- c. Professional affiliate members: \$35.00 per year.
- d. Student affiliate members: \$5.00 per year
- e. Honorary Members and Members Emeritus are exempt from payment of dues.

Section 3. Assessments

- a. The Chapter may "levy an assessment" by two-thirds vote of the voting members in the case of assessments on Members, and by a two-thirds vote of the total number of voting members of the Chapter, in the case of assessments on associates and affiliate members. All votes on assessments will be signed by ballot.
- b. Notice of a vote on an assessment shall be mailed to every member not less than fifteen days prior to the date fixed for the Chapter meeting whereat the question will be considered.

- c. Those unable to attend the chapter meeting may vote by absentee ballot. The absentee ballots shall contain the voting members preference and written signature. The ballots shall be delivered to the Chapter president or secretary before the meeting at which they are to be considered. Absentee ballots may be mailed, but must be postmarked no later than three days before the meeting at which they are to be considered.

#### Section 4. Payment of Dues and Assessments

Dues shall be collected in accordance with the Bylaws of the Institute. Assessments are payable thirty days after they are levied.

#### Section 5. Non-payment of Dues and Assessments

Any Institute Member or Associate Member whose dues remain unpaid on January 1, or whose assessment remains unpaid 120 days after the levy, shall be reported by the Board to the Secretary of the Institute with a request for termination in accordance with Institute procedures; provided, however, that the member has been notified, by November 1st, of the impending termination. Termination or resignation shall not relieve a member of prior obligation to the Chapter.

#### Section 6. Remission of Dues and Assessments

The Executive Committee may, by vote of three fourths of its membership, remit the current Chapter annual dues or assessments of any member in whole or in part, for exceptional reasons.

#### Section 7. Reinstatement

An Affiliate Member who has resigned or has been terminated may be reinstated upon payment of unpaid dues, assessments, or other obligations. An Affiliate Member who has been terminated for disciplinary reasons may be readmitted by submitting a new application for membership.

#### Section 8. Annual Budget and Expenditures

- a. At its February meeting the Executive Committee, by two-thirds vote of its entire membership, shall adopt a budget for the fiscal year, showing in detail the anticipated income and scheduled expenditures. A copy of the approved budget shall be distributed to the membership.
- b. The Executive Committee shall not adopt any budget, make any appropriations nor authorize any expenditures which, in the aggregate, will exceed the net anticipated income for the fiscal year, unless authorized at a chapter meeting by vote of two-thirds of the voting members present and voting.
- c. The Executive Committee, within the aggregate expenditures provided in the budget, may adjust any items of budgeted expense and change appropriations accordingly, and may transfer income additional to budgeted amounts to accumulated capital reserve.

#### Section 9. Fiscal Policy

- a. The Chapter as a corporation shall not have capital stock, and no part of the income of the corporation shall inure to the private profit of any individual, except in payment of authorized services for the administration and conduct of its affairs.
- b. In the event of the dissolution of the Corporation, after payment of all debts of the Corporation the remaining property and assets shall be conveyed or transferred for such purposes as the assigned "members" and "associate members" of the Chapter in their absolute discretion may determine, but no funds property shall revert to or be distributed to members of the Chapter.
- c. The private property of the Members and Officers of the Chapter shall not be subject to the payment of Corporate debts whatsoever.

### ARTICLE X. ARCHITECTURAL PRACTICE

#### Section 1. Code of Ethics and Professional Conduct

The Code of Ethics and Professional Conduct of the Institute, shall be the Code of Ethics and Professional Conduct of this Chapter, for Institute Members and Associate Members.

Section 2. Unprofessional Conduct of Institute Members

- a. A charge of unprofessional conduct against any member of the Institute shall be heard and adjudged only by the Institute.
- b. Prior to the time a formal charge is filed with the Secretary of the Institute, the Executive Committee, in executive session, may conduct an informal hearing of any complaint which charges unprofessional conduct against an assigned member or associate member.

Should the Executive Committee, after such hearing, believe that the evidence produced does not support the complaint, it shall endeavor to convince the complainant that formal charges should not be preferred; if complainant does file a formal charge, the Executive Committee may submit assessment on behalf of the defendant. However, should it find that the evidence supports the complainant, it may file a formal charge of unprofessional conduct against the member with the Secretary of the Institute, together with the evidence produced, and shall take no further action except as required by Institute bylaws or Rules of the Board.

- c. Upon notice from the Institute that a Member of the Chapter has been censured or that his membership has been suspended or terminated by the Institute Board, such notice, in full, shall be duly entered in the minutes of the Chapter and read at the next meeting.

Section 3. Unprofessional Conduct of Other than Institute Members

- a. Every charge of unprofessional conduct against members other than Institute Members shall be in writing, state the alleged facts, be signed by the person or body making the charge, and be sent to the Chapter secretary.
- b. When a charge has been so filed, the Executive Committee, in writing, shall request the complainant and the member against whom the charge is made to appear for a hearing, and shall fix the time, place, and procedure for such hearing, and shall furnish all parties with a copy of this Article.

- c. Charges of unprofessional conduct shall be heard only in executive session, and all proceedings of and before the meeting at which such charges are made shall be confidential.
- d. The hearing shall examine the complainant and the accused and such other witnesses it desires to hear. Should either the complainant or the accused fail to appear, the hearing may proceed without him or her.
- e. If the alleged unprofessional conduct occurred more than one year before the matter is brought to the attention of the Executive Committee, the Executive Committee may dismiss the charge.
- f. The Executive Committee shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence admitted.
- g. Should the Executive Committee find the charges to be true, and deems the accused guilty of unprofessional conduct, it may censure him or her by written pronouncement, or may suspend or terminate his or her membership, as in its judgment, it deems appropriate. The Secretary shall enforce any penalty, and shall send, under confidential cover, a notice stating the facts, the judgment made, and the penalty imposed, to all Members of the Chapter.
- h. Should the accused be exonerated, he or she and the complainant shall be so informed, and on written request of the accused, the secretary shall send notice of the exoneration to all members of the Chapter.
- i. Decisions of the Executive Committee in every matter concerning the conduct of members other than Institute members shall be conclusive and without recourse to the member and any person acting for him or her.
- j. The Executive Committee shall obtain written opinion of legal counsel of all disciplinary procedures relating to unprofessional conduct, before any action shall become effective.

#### Section 4. Delegation of Authority

The Executive Committee may appoint a committee to make a preliminary confidential investigation of disciplinary matters, but shall not delegate any of its duties or authority.

## ARTICLE XI. AWARDS OF HONOR

The Chapter may make awards to persons, firms or associations for meritorious work in their respective fields related to the objectives of the Chapter within the territory of the Chapter. Each award shall be made by written vote of three-fourths of the Entire Executive Committee. The form of the award shall be determined by the Executive Committee, and shall be presented at an honor awards meeting of the Chapter in an appropriate ceremony.

## ARTICLE XII. AFFILIATIONS

### Section 1. Organizations

The Chapter may affiliate with professional, civic, or construction industry organizations, operating within the territory of the Chapter, which are not used or maintained for financial gain, price-fixing or political purposes. The Chapter shall not affiliate with any individual.

### Section 2. Conditions of Affiliation

- a. Affiliation shall be by written agreement approved by two-thirds of the entire Executive Committee and by the affiliated organization. The period of each agreement shall not exceed three years. By a like vote of the Executive Committee, the Chapter may collaborate with such organizations without written agreement, for a period not to exceed one year.
- b. The agreement shall fully set out the purposes of affiliation, the terms and conditions of entry, and the nature of its organization, membership, government and operation.
- c. Affiliates shall have no voice in the affairs of the Chapter, and may not bind or obligate the Chapter, except by direct action of the Executive Committee.
- d. Affiliation shall be cancelable by two-thirds vote of the entire Executive Committee, provided that written notice to the affiliate shall be given, allowing it the opportunity to be heard in the matter, with a like provision for cancellation by the affiliated organization.

- e. After three years, the affiliation may be extended from year to year by a two-thirds vote of the entire Executive Committee, until terminated by either party.

### Section 3. Privileges of Affiliates

Representatives of an affiliated or collaborating organization may attend regular meetings upon invitation of the Chapter, and may speak thereat on invitation of the presiding officer.

## ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Chapter may adopt.

## ARTICLE XIV. AMENDMENTS TO BYLAWS

### Section 1. Chapter Action

- a. Any amendment to these Bylaws which the Board or the Chapter Secretary is not authorized under these bylaws to approve, shall be submitted to the membership by mail ballot. A two-thirds vote from not less than 60% of the voting members shall be required for approval and shall be received by the Chapter Secretary no later than 20 days after mailing, to these Bylaws.
- b. The Executive Committee, without action by a meeting any of this Chapter, may amend these Bylaws if, when and as may be necessary for conformity with Institute Bylaws.
- c. These Bylaws, and the amendments thereto, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws.
- d. The Chapter Secretary shall be authorized to make clerical correction and renumbering and other non-substantive changes with approval of the Board, but without the Chapter vote.

### Section 2. Compliance with Institute Bylaws

The Chapter shall amend these Bylaws to conform to amendments of Institute Bylaws which relate to matters within the scope of these Bylaws.

Section 3. Approval by the Institute

- a. The Executive Committee, without action by a meeting of this Chapter, may amend any of these Bylaws if, when and as may be necessary for conformity with Institute Bylaws.
- b. Amendments to these Bylaws shall become effective as of the Institute approval.
- c. Immediately following Chapter action the Secretary shall submit, by certified mail, a copy of the adopted amendments to the Secretary of the Institute for approval. On receipt of approval the Chapter Secretary shall enter the amendment and the date of approval, in these Bylaws.
- d. Notice of the effective date of the amendments shall be published to the Members of the Chapter, and a copy of the amended Bylaws shall be distributed to the Chapter members within twelve months after the date of approval.

Section 4. Compliance With Laws of the State of Washington

A copy of the amended Bylaws shall be submitted to the office of the Secretary of State of the State of Washington.